

MALAYSIA PACIFIC CORPORATION BERHAD
Registration No.: 197201000550 (12200-M)
(Incorporated in Malaysia)

Minutes of the Forty-Seventh Annual General Meeting of the Company held at 7th Floor, Multipurpose Hall, The Maple Suite, Menara MapleLee No. 1, Changkat Raja Chulan, 52000 Kuala Lumpur on Thursday, 28 November 2019 at 10:00 a.m.

Present : Dato' Ir Hj. Md. Nasir Bin Ibrahim (Chairman and Independent Non- Executive Director)
Datin Kong Yuk Chu (Vice Chairman and Executive Director)
Ch'ng Soon Sen (Chief Executive Officer and Executive Director)
: Ch'ng Se Hua (Executive Director)
Lim Yit Kiong (Independent Non-Executive Director)
Ho Pui Hold (Independent Non-Executive Director)

In Attendance : Ms Pang Kah Man (Company Secretary)

The attendance of shareholders/proxies and others was as per summary of Attendance List in Annexure 2.

1. **CHAIRMAN OF THE MEETING**

It was agreed by all present that Dato' Ir. Hj. Md. Nasir Bin Ibrahim to chair the Forty-Seventh Annual General Meeting ("Meeting").

2. **QUORUM**

The quorum for the Meeting was confirmed as present.

3. **NOTICE OF THE MEETING**

The Notice convening this Meeting had been sent to all shareholders within the prescribed time.

4. **PRELIMINARY OF THE MEETING**

There were approximately twenty-seven (27) members (including the one (1) Board member holding shares) present in person or by proxy at the commencement of the Meeting.

Before the Meeting dealt with the business on hand, the Chairman briefed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), a listed corporation must, among others, ensure that any resolution set out in the notice of any general meeting, is voted by poll. For that purpose, the Company had engaged Messrs. Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator and Messrs. GovernAce Advisory Sdn. Bhd. as the Independent Scrutineer of the Meeting.

The Chairman continued to share with the Meeting on the performance and corporate development of the Group. The Chairman also briefed the shareholders and proxies of their rights to speak and vote on the resolutions set out in the notice of the meeting. Thereafter, the Chairman proceeded with the business on hand.

5. **AGENDA 1
RECEIPT OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019 TOGETHER WITH THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON**
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- Noted : The motion was put for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (or "the Act") and the Company's Articles of Association did not require a formal approval of the shareholders.
- Resolved : THAT the Audited Financial Statements of the Company for the financial year ended 30 June 2019 together with the Reports of the Directors' and Auditors' thereon be and were hereby received.
6. **AGENDA 2 OF (ORDINARY RESOLUTIONS NO. 1)
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2019**
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- Noted : To approve the payment of Directors' fees and benefits (including meeting allowance) of RM155,200 for the financial year ended 30 June 2019
- Proposer and Secunder : The motion was proposed by Ms Leung Shing Fook, a shareholder and seconded by Ms Krishna Malini Naiker Tanabala, a proxy representing the shareholder, Lee Siew Yoke.
7. **AGENDA 3 OF (ORDINARY RESOLUTIONS NO. 2)
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2020**
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- Noted : To approve the payment of Directors' fees and benefits up to RM156,000 for the financial year ending 30 June 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.
- Proposer and Secunder : The motion was proposed by Encik Mohd Faridz Bin Mohd Noor, a proxy representing the shareholders, Chow Kok Chung and seconded by Cik Shafinaz Binti Kamarul Zaman, a proxy representing the shareholder, Wong Kien Chong.
8. **AGENDA 4 (ORDINARY RESOLUTIONS NO. 3 AND NO. 4)
RE-ELECTION OF DATIN KONG YUK CHU AND HO PUI HOLD AS DIRECTORS, RETIRING PURSUANT TO ARTICLE 85 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**
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- Noted : The chairman highlighted that two items of the Agenda were related to the re-election of Datin Kong Yuk Chu and Ho Pui Hold, the Directors retiring at the meeting pursuant to Article 85 of the Articles of Association. The retiring Directors being eligible, had offered themselves for re-election.

8.1 **ORDINARY RESOLUTION NO. 3**
RE-ELECTION OF DATIN KONG YUK CHU AS DIRECTOR, RETIRING IN ACCORDANCE WITH ARTICLE 85 OF THE ARTICLE OF ASSOCIATION OF THE COMPANY

Proposer and : The motion was proposed by Ms Leung Shing Fook, a
Seconder : shareholder and seconded by Encik Muhammad Rafeq Bin Abd Razak, a proxy representing the shareholder, Chow Kok Chung

8.2. **ORDINARY RESOLUTION NO. 4**
RE-ELECTION OF HO PUI HOLD AS DIRECTOR, RETIRING IN ACCORDANCE WITH ARTICLE 85 OF THE ARTICLE OF ASSOCIATION OF THE COMPANY

Proposer and : The motion was proposed by Ms Leung Shing Fook, a
Seconder : shareholder and seconded by Encik Muhammad Rafeq Bin Abd Razak, a proxy representing the shareholder, Chow Kok Chung.

9. **AGENDA 5 (ORDINARY RESOLUTION NO. 5)**
RE-APPOINTMENT OF MESSRS UHY AS AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Noted : The retiring Auditors, Messrs UHY had earlier indicated their willingness to continue in office.

Proposer and : The motion was proposed by Ms Krishna Malini Naiker
Seconder : Tanabala, a proxy representing the shareholder Lee Siew Yoke and seconded by Mr Wong Young Get, a shareholder.

10. **AGENDA 6 (ORDINARY RESOLUTION NO. 6 - SPECIAL BUSINESS)**
RENEWAL AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016

Noted : The proposed resolution, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Annual General Meeting to allot and issue new ordinary shares in the Company up to an amount not exceeding in total of ten percent (10%) of the issued capital of the Company (excluding treasury shares, if any) for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.

The General Mandate is a renewal from the previous mandate obtained at the last annual general meeting held on 29 November 2018 which will expire at the conclusion of the Annual General Meeting of the Company.

The Company did not issue any new ordinary shares based on the previous mandate obtained at the last annual general meeting.

The General Mandate, if granted will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or

Proposer and
Seconded : The motion was proposed by Cik Shafinaz Binti Kamarul Zaman, a proxy representing the shareholder Wong Kien Chong and seconded by Encik Muhammad Rafeq Bin Abd Razak, a proxy representing the shareholder, Chow Kok Chung.

11. **AGENDA 7 (SPECIAL RESOLUTION NO. 1) - PROPOSED ADOPTION OF NEW CONSTITUTION**

Noted : The proposed adoption of new Constitution is intended to align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and Listing Requirements.

Proposer and
Seconded : The motion was proposed by Cik Nur Adibah Binti Mohd Saroji, a proxy representing the shareholder, Wong Kien Cheong and seconded by Mr Wong Young Get, a shareholder.

12. **OTHER BUSINESS**

The Chairman sought confirmation from the Company Secretary that the Company did not receive any notice for transaction of any other business which had been given in accordance with the Act and the Company's Articles of Association at this Meeting.

After all the Ordinary Resolutions have been tabled to the Meeting, the Poll Administrator was invited to brief the procedures of poll voting. The Poll Administrator briefed the Meeting on the procedures of poll voting and informed that it would take approximately 10 minutes to validate the votes.

Upon collection of polling slips from the floor by the Poll Administrator personnel, the Chairman opened to the floor for questions pertaining to the Company's accounts and prospects.

13. **ANNOUNCEMENT OF POLL RESULTS**

The Chairman read the results of the poll as follows:

ORDINARY RESOLUTION 1

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Ordinary Resolution 1 was carried. Accordingly, it was:

"RESOLVED THAT the payment of Directors' fees for the financial year ended 30 June 2019 be hereby approved."

ORDINARY RESOLUTION 2

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,292	100

The Chairman declared the Ordinary Resolution 2 was carried. Accordingly, it was:

"RESOLVED THAT the payment of Directors' fees and benefits up to RM156,000 for the financial year ending 30 June 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year be hereby approved."

ORDINARY RESOLUTION 3

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Ordinary Resolution 3 was carried. Accordingly, it was:

"RESOLVED THAT Datin Kong Yuk Chu, retiring in accordance with Article 85 of the Articles of Association of the Company, be hereby re-elected as Director."

ORDINARY RESOLUTION 4

Tier 1	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Ordinary Resolution 4 was carried. Accordingly, it was:

“RESOLVED THAT Mr Ho Pui Hold, retiring in accordance with Article 85 of the Articles of Association of the Company, be hereby re-elected as Director.”

ORDINARY RESOLUTION 5

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Ordinary Resolution 5 was carried. Accordingly, it was:

“RESOLVED THAT Messrs UHY be hereby re-appointed as the Company’s Auditors for the ensuring year and the Directors be hereby authorised auditors to fix their remuneration.”

ORDINARY RESOLUTION 6

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100
Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Ordinary Resolution 6 was carried. Accordingly, it was:

“RESOLVED THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional ordinary shares so issued in Bursa Malaysia Securities Berhad and such authority shall continue in force until the conclusion of the next annual general meeting of the Company.”

SPECIAL RESOLUTION 1

	No. of Shares	Percentage of Shares (%)
For	148,392,292	100

Against	0	0
Abstain	20	0
Spoilt	0	0
Total	148,392,312	100

The Chairman declared the Special Resolution 1 was carried. Accordingly, it was:

“RESOLVED THAT to approval be hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new constitution of the Company be hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

14. **CONCLUSION OF MEETING**

There being no further business, the Meeting ended at 11.00 a.m. with a vote of thanks to the Chairman.

The Chairman thanked the shareholders and proxies for their presence and continuous support.

Confirmed as correct records:



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DATO' IR. HJ. MD. NASIR BIN IBRAHIM
Chairman of the Meeting

Dated this 12 December 2019